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December 21, 1990

James Sumpter 5560 Buttonwood Drive Noblesville, IN 46060

Dear James,

We at Delco Electronics are very pleased that you have accepted our offer of employment to work for Larry Cracraft In AE - Classis System beginning on Tuesday, February 5, 1991. Your compensation with Delco Electronics will consist of a monthly base salary of \$5,800.CO.

I would also like to remind you of Delco's outstanding benefit program which includes life, medical, disability, accident, vision, dental, and prescription insurances. It also includes a stock savings purchase program, a retirement program, generous vacation and holiday allowances, and special car discounts for you and your family. The effective dates of these benefit plans vary. Further clarification of these benefits is available from myself or a representative from the Placement and College Relations staff.

If you are not local, Delco Electronics will pay the reasonable expenses of moving your household belongings to your new location. Personnel will make all of the moving arrangements for you. Please contact Personnel with the necessary moving information a minimum of two weeks prior to your move date.

You will be required to successfully pass a physical examination administered under the direction of our Medical Director prior to your employment. This examination will consist of a chest X-ray, vision and hearing tests, and a urine specimen for drug testing. Please report to the Administration Building at 700 E. Firmin Street for your physical, which is scheduled for Tuesday, January 29, 1991 at 10:00 a.m. Enclosed is a medical questionnaire which should be completed and submitted to the nurse whet reporting for this physical.

For your first day of work, please report to the lobby of our Corporate Technology Center (2151 E. Lincoln Road) at 8:30 a.m. in order to be signed onto the payroll. Please be sure to bring your social secrety card, your birth certificate, a blank bank deposit slip, work authorization papers (current non-U.S. citizens), and your driver's license. You will also be required to have your dependents' social security numbers, if appropriate.

Please ask your school to forward to us, within three months, a transcript of credits covering your entire college history. This will be useful in determining future training needs in conjunction with our Manpower Planning Program.

We are excited that you will soon begin working for Delco Electronics, the "World Leader in Automotive Electronics". We hope that you will find this to be the beginning of a very exciting and rewarding career with us.

Hew D. Hall

Sincerely,

Placement and College Relations

Office Collect 317-451-0213
Toll Free 1-800-428-0645
Enclosures

Delco Electronics Corporation One Corporate Center Kokomo, Indiana 46904-9005

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Other Benefit Program Coverages While on Disability Leave

Health Care Coverages

Delphi will continue contributions towards your health care coverages while you remain totally and continuously disabled and you remain on an approved disability leave. If while you are receiving Sickness and Accident or Extended Disability Benefits the period of disability exceeds your length of service, health care coverage will be continued. However, receipt of Supplemental Extended Disability Benefits does not extend the continuation period. Note also that for this coverage to remain in effect you must continue to pay the applicable monthly employee contribution, if any.

Savings-Stock Purchase Program

You may continue to contribute to the S-SPP while you are on an approved disability leave and while you continue to receive salary continuation payments. If you are eligible, you may contribute for a period of up to six months, and such contributions will be based on salary continuation payments of 25% of your monthly base salary.

Delphi contributions continue to vest while you remain on disability leave. You retain the usual withdrawal, fund exchange and loan privileges. You must, however, continue to make your loan repayments to the Program.

Life and Disability Benefits Coverages

Corporation contributions for Basic Life Insurance, Sickness and Accident, and Extended Disability Benefits coverages will be continued:

- For any period you are entitled to receive Sickness and Accident benefits or salary continuation payments while you are totally disabled:
- And thereafter, while you are totally and continuously disabled and remain on an approved disability leave, but not to exceed a period equal to your years of participation (see page 116) as of the first day of disability.

Also, in the event your disability leave is canceled because the period of the leave equaled your length of service, life and disability benefits coverages may be continued while you are entitled to receive monthly Extended Disability Benefits. Delphi will make contributions for these coverages during these periods. However, receipt of Supplemental Extended Disability Benefits will not extend continuation of Life and Disability Benefits coverage.

If your disability leave is canceled because you recovered, and you again become totally disabled within three working days of the date your leave was canceled, so as to be unable to work, life and disability benefits coverages to which you were entitled will be continued under these circumstances. If you are returned to an approved disability leave, Delphi will make contributions for these coverages while you remain totally disabled. However, coverage cannot continue beyond the period equal to your years of participation as of your first day of disability.

You will need to pay the required monthly contributions to continue Optional Life, Dependent Life and Personal Accident Insurance while your Basic Life Insurance remains in force.

If you have 10 or more years of participation at the commencement of your disability, your Basic Life Insurance will be continued at no cost to you while you are totally and permanently disabled prior to age 65.

Accelerated Benefits Options

If you are diagnosed as having a terminal illness with a life expectancy not to exceed 12 months, you may be eligible to receive an accelerated benefits option payment of up to 50%, but not less than \$1,000, of your Basic Life Insurance. However, if your Basic Life Insurance will be reduced within twelve months of the date the accelerated benefits option payment is approved, such payment will be limited to 50% of the fully reduced amount of Basic Life Insurance.

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Lifetime Annuity Contract: If you were hired prior to November 1, 1998 in lieu of (1) receiving your account in a lump sum at retirement or (2) deferring receipt of your account, you may elect to receive an annuity contract to be purchased by the S-SPP trustee in lieu of all the assets in your account. This arrangement will provide a monthly income after retirement.

Refer to pages 1 through 10 for additional information on the Savings-Stock Purchase Program.

Individual Retirement Account

Another alternative available at retirement, is the "rollover" of the taxable amount of a S-SPP distribution to an Individual Retirement Account (IRA). Similar to the annuity option, an IRA will provide for deferred income. Any rollover of assets would be arranged between you and a bank or investment company of your choice. You should consult with a financial advisor concerning the tax impact or any sales and commission charges associated with an IRA.

Health Care Program

Generally, under current provisions your participation in the Salaried Health Care Program can be continued in retirement. However, you will be required to pay the full monthly cost of any continuing coverage if you:

- Are an employee whose continuous service with the Corporation commenced on or after January 1, 1993 (or have an adjusted service date on or after that date);
- Retire with less than 10 years of credited service under the Delphi Automotive Systems Retirement Program for Salaried Employees;
- Retire voluntarily at or after age 55 and prior to age 60 when your combined years of age and credited service total less than 85 or if hired on or after January 1, 1988 regardless of whether you have 85 points.

Note: If you are eligible to retire with 30 or more years of credited service **at any age** (and your most recent date of hire is prior to January 1, 1988), you are eligible for corporation contributions for health care in retirement.

In addition, at age 65, or earlier while you are enrolled in Medicare Part B, you may receive a monthly special benefit, as described on page 66. As a retiree, any dependent you acquire after you retire will be limited to sponsored dependent coverage for which you pay the full cost.

Former employees eligible only for a deferred retirement benefit are NOT entitled to any Delphi Automotive Systems Salaried Health Care Program coverage.

Life Insurance

In retirement, your life insurance coverage may be continued as stated below.

If your most recent date of hire (or adjusted service date) with Delphi was prior to January 1, 1993, your Basic Life Insurance will immediately reduce upon retirement, as shown on page 101. If you retire under the total and permanent disability provisions of the Retirement Program, your Basic Life Insurance will continue, unreduced, until age 65.

This coverage will be continued with Delphi contributions (except for voluntary retirement as early as age 55 and prior to age 60 when your combined years of age and credited service total less than 85.

Note: If you are eligible to retire with 30 or more years of credited service at any age (and your most recent date of hire is prior to January 1, 1988), you are eligible for corporation contributions for Basic Life Insurance in retirement.

If your most recent date of hire (or adjusted service date) is prior to January 1, 1993 and you retire voluntarily as early as age 55 and prior to age 60 when your combined years of age and credited service total less than 85, you may continue your Basic Life Insurance to the end of the month in which you attain age 65, provided you contribute \$0.50 per month per \$1,000 of Basic Life Insurance in force.

Refer to page 101 for an explanation of continuing life insurance in retirement.